

**UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF WISCONSIN**

LAWRENCE BASS, PAUL BERGER AND
ROBERT GARFIELD, PARTNERS OF
DATA KEY PARTNERS, ON BEHALF OF
DATA KEY PARTNERS AND ALL
OTHERS SIMILARLY SITUATED,

Plaintiff,

Case No. 11-CV-688-bbc

v.

PERMIRA ADVISERS LLC, RAPHAEL
HOLDING COMPANY, RAPHAEL
ACQUISITION CORP., TERRANCE D.
PAUL, JUDITH AMES PAUL, ADDISON L.
PIPER, HAROLD E. JORDAN, MARK D.
MUSICK, RANDALL J. ERICKSON, and
GLENN R. JAMES,

Defendants,

STIPULATION OF DISMISSAL AND ORDER OF DISMISSAL

WHEREAS this action is a putative shareholder class action brought by Plaintiffs on behalf of themselves and a proposed class of certain former public shareholders of Renaissance Learning, Inc.; and

WHEREAS federal jurisdiction originally rested on asserted violations of Section 14(a) of the Securities Exchange Act of 1934, 15 U.S.C. § 78n(a), and Rule 14a-9 promulgated thereunder, 17 C.F.R. § 240.14a-9; and

WHEREAS Plaintiffs deleted these claims in their First Amended Class Action Complaint, thereby raising questions as to the continuing propriety of litigating this case in federal court; and

WHEREAS a substantially similar action on behalf of the same proposed class is pending in the Circuit Court of Wood County, Wisconsin (the "State Action"); and

WHEREAS the State Action was commenced prior to the present action, making it the first filed action; and

WHEREAS the parties agree that two essentially identical actions on behalf of the same putative class should not proceed simultaneously in two separate courts; and

WHEREAS the parties agree that the pendency of the State Action will protect any claims putative class members may have; and

WHEREAS because the parties are stipulating to dismissal of the present action without prejudice, the parties agree that notice to putative class members is not required by Fed. R. Civ. P. 23(e),

NOW THEREFORE, it is stipulated as follows, subject to approval of the Court:

1. This action is dismissed without prejudice and with all parties to bear their own fees and costs. No consideration has been furnished or promised to Plaintiffs or their counsel for the dismissal of this action.
2. Notice to the putative class shall not be required or given both because the dismissal is without prejudice and because putative class members are protected by the continued pendency of the State Action.

IT IS SO STIPULATED

Dated: November 28, 2011

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ORDER

Having read the above stipulation and approving thereof, it is ORDERED:

1. This action is dismissed without prejudice and with all parties to bear their own fees and costs.

Dated: November 28, 2011

Matthew B. Closs
United States District Judge